

# SEACHANGE INTERNATIONAL INC

Reported by  
**FAUBERT PETER R.**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/02/18 for the Period Ending 01/31/18

Address 50 NAGOG PARK  
ACTON, MA, 01720  
Telephone 9788970100  
CIK 0001019671  
Symbol SEAC  
SIC Code 3663 - Radio and Television Broadcasting and Communications Equipment  
Industry Software  
Sector Technology  
Fiscal Year 01/31

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
<b>Faubert Peter R.</b>		<b>SEACHANGE INTERNATIONAL INC [ SEAC ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Financial Officer</b>	
(Last) (First) (Middle) <b>C/O SEACHANGE INTERNATIONAL, INC., 50 NAGOG PARK</b>		3. Date of Earliest Transaction (MM/DD/YYYY) <b>1/31/2018</b>			
(Street) <b>ACTON, MA 01720</b>		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	2/1/2018		F		2385	D	\$3.31	17703	D	
Common Stock	1/31/2018		A		25000 (1)	A	\$0.00	42703	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Rights	(2)	1/31/2018		A		25000		(2)	1/31/2021	Common Stock	25000	\$0.00	25000	D	
Stock Option (right to buy)	\$3.33	1/31/2018		A		100000		(3)	1/31/2019 1/31/2028	Common Stock	100000	\$3.33	100000	D	

### Explanation of Responses:

- The securities awarded on January 31, 2018 are in the form of restricted stock units (RSUs) issued pursuant to the SeaChange International, Inc. 2011 Compensation and Incentive Plan (the "2011 Plan") that entitle the reporting person to receive one (1) share of common stock per RSU. The RSUs will vest at the rate of 33.33% on each of the first and second anniversary of January 31, 2018 with the balance to be vested on the third anniversary of January 31, 2018.
- Each performance right represents a contingent right to receive 1 share of SeaChange common stock. The performance rights vest pursuant to the terms of the applicable Performance Stock Unit Agreement based on the Registrant achieving certain overall Registrant financial objectives for fiscal 2019, 2020 and 2021 related to total revenue and non-GAAP operating income in fiscal 2019 and to be determined in fiscal 2020 and 2021.
- One third of the stock options will vest annually on January 31, 2019, January 31, 2020 and January 31, 2021.

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Faubert Peter R. C/O SEACHANGE INTERNATIONAL, INC. 50 NAGOG PARK ACTON, MA 01720</b>			<b>Chief Financial Officer</b>	

### Signatures

/s/ Peter Faubert

2/2/2018

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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